

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
MEMORIAL PRODUCTION	§	Case No. 17-30262
PARTNERS LP, et al.,	§	
	§	(Jointly Administered)
Debtors.¹	§	
	§	
	§	

**DEBTORS' WITNESS AND EXHIBIT LIST
FOR PLAN CONFIRMATION HEARING SET FOR APRIL 4, 2017**

Memorial Production Partners LP (“MEMP”) and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), hereby file this Witness and Exhibit List for the hearing to confirm the *Amended Joint Plan of Reorganization of Memorial Production Partners LP, et al. under Chapter 11 of the Bankruptcy Code* (ECF No. 228) (as may be amended, modified, supplemented, or restated) scheduled to begin on April 4, 2017, at 10:00 a.m. (Central Time) as follows:

WITNESSES

1. Robert L. Stillwell, Jr.
2. John R. Castellano
3. Michael J. Dickman [Expert]
4. Kevin M. Cofsky, as a rebuttal witness

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Memorial Production Partners LP (6667); Memorial Production Partners GP LLC; MEMP Services LLC (1887); Memorial Production Operating LLC; Memorial Production Finance Corporation (3356); WHT Energy Partners LLC; WHT Carthage LLC; Memorial Midstream LLC; Beta Operating Company, LLC; Columbus Energy, LLC; Rise Energy Operating, LLC; Rise Energy Minerals, LLC; Rise Energy Beta, LLC; San Pedro Bay Pipeline Company (1234); and Memorial Energy Services LLC. The Debtors’ mailing address is 500 Dallas Street, Suite 1600, Houston, Texas 77002.

5. Any witness called or listed by any other party; and
6. Any additional rebuttal witnesses.

EXHIBITS

EXHIBIT NUMBER	DESCRIPTION	M A R K E D	O F F E R E D	O B J E C T I O N	A D M I T	D A T E
D-1	Emergency Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 507 and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Order (I) Authorizing Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, and Other Compensation and (B) Maintain Employee Benefits Programs and Pay Related Obligations and (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfer [Docket No. 9]					
D-2	Declaration re: Declaration of Robert L. Stillwell, Jr. in Support of the Debtors Chapter 11 Petitions and Related Requests for Relief [Docket No. 17]					
D-3	Joint Plan of Reorganization of Memorial Production Partners LP, <i>et al.</i> Under Chapter 11 of the Bankruptcy Code [Docket No. 18]					
D-4	Disclosure Statement for Amended Joint Plan of Reorganization of Memorial Production Partners LP, <i>et al.</i> Under Chapter 11 of the Bankruptcy Code [Docket No. 19]					
D-5	Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, and 507, Bankruptcy Rules 2002, 4001, 6003, 6004, and 9014 and Bankruptcy Local Rule 4001-1, Inter Alia, (i) Authorizing Debtors' Limited Use of Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties, and (III) Modifying the Automatic Stay, and (IV) Scheduling a Final Hearing [Docket No. 52]					
D-6	Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, and 507, Bankruptcy Rules 2002, 4001, 6003, 6004, and 9014 and Bankruptcy Local Rule 4001-1, Inter Alia, (i) Authorizing Debtors' Limited Use of Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties, and (III) Modifying the Automatic Stay [Docket No. 187]					

EXHIBIT NUMBER	DESCRIPTION	M A R K E D	O F F E R E D	O B J E C T I O N	A D M I T	D A T E
D-7	Disclosure Statement for Amended Joint Plan of Reorganization of Memorial Production Partners LP, et al. Under Chapter 11 of the Bankruptcy Code [Docket No. 227]					
D-8	Amended Joint Plan of Reorganization of Memorial Production Partners LP, <i>et al.</i> Under Chapter 11 of the Bankruptcy Code [Docket No. 228]					
D-9	Disclosure Statement for Amended Joint Plan of Reorganization of Memorial Production Partners LP, <i>et al.</i> Under Chapter 11 of the Bankruptcy Code [Docket No. 246]					
D-10	Plan Supplement, as amended from time to time [Docket No. 283]					
D-11	June 2016 Society of Petroleum Evaluation Engineers (“SPEE”) 35th Annual Survey of Parameters Used in Property Evaluation					
D-12	2016 Duff & Phelps Valuation Handbook					
D-13	Chart Comparing Management Incentive Plans					
D-14	Form 8K for Memorial Production Partners LP dated January 13, 2015					
D-15	Form 8K for Memorial Production Partners LP dated February 25, 2015					
D-16	Form 8K for Memorial Production Partners LP dated March 24, 2015					
D-17	Form 8K for Memorial Production Partners LP dated April 13, 2015					
D-18	Form 8K for Memorial Production Partners LP dated April 21, 2015					
D-19	Form 8K for Memorial Production Partners LP dated May 6, 2015					
D-20	Form 8K for Memorial Production Partners LP dated June 2, 2015					
D-21	Form 8K for Memorial Production Partners LP dated August 5, 2015					
D-22	Form 8K for Memorial Production Partners LP dated October 2, 2015					

EXHIBIT NUMBER	DESCRIPTION	M A R K E D	O F F E R E D	O B J E C T I O N	A D M I T	D A T E
D-23	Form 8K for Memorial Production Partners LP dated November 4, 2015					
D-24	Form 8K for Memorial Production Partners LP dated November 5, 2015					
D-25	Form 8K for Memorial Production Partners LP dated December 3, 2015					
D-26	Form 10K for Memorial Production Partners LP for fiscal year ended December 31, 2015					
D-27	Form 8K for Memorial Production Partners LP dated January 28, 2016					
D-28	Form 8K for Memorial Production Partners LP dated February 24, 2016					
D-29	Form 8K for Memorial Production Partners LP dated March 4, 2016					
D-30	Form 10Q of Memorial Production Partners LP for quarterly period ending March 31, 2016					
D-31	Form 8K for Memorial Production Partners LP dated April 14, 2016					
D-32	Form 8K for Memorial Production Partners LP dated May 2, 2016					
D-33	Form 8K for Memorial Production Partners LP dated May 4, 2016					
D-34	Form 8K for Memorial Production Partners LP dated May 25, 2016					
D-35	Form 8K for Memorial Production Partners LP dated June 1, 2016					
D-36	Form 8K for Memorial Production Partners LP dated June 20, 2016					
D-37	Form 10Q of Memorial Production Partners LP for quarterly period ending June 30, 2016					
D-38	Form 8K for Memorial Production Partners LP dated July 18, 2016					
D-39	Form 8K for Memorial Production Partners LP August 3, 2016					
D-40	Form 8K for Memorial Production Partners LP dated September 2, 2016					

EXHIBIT NUMBER	DESCRIPTION	M A R K E D	O F F E R E D	O B J E C T I O N	A D M I T	D A T E
D-41	Form 10Q of Memorial Production Partners LP for quarterly period ending September 30, 2016					
D-42	Form 8K for Memorial Production Partners LP dated November 1, 2016					
D-43	Form 8K for Memorial Production Partners LP dated December 1, 2016					
D-44	Form 8K for Memorial Production Partners LP dated December 8, 2016					
D-45	Form 8K for Memorial Production Partners LP dated December 19, 2016					
D-46	Form 8K for Memorial Production Partners LP dated December 23, 2016					
D-47	Form 10K for Memorial Production Partners LP for fiscal year ended December 31, 2016					
D-48	Press Releases for Memorial Production Partners LP for last two years					
	Any exhibits designated by any other party.					
	Any rebuttal exhibits necessary.					

The Debtors reserve the right to supplement or amend this Witness and Exhibit List at any time prior to the hearing. The Debtors further reserve the right to use demonstratives that may not be listed above.

Dated: March 31, 2017
Houston, Texas

/s/ Alfredo R. Pérez

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-and-

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*Proposed Attorneys for the Debtors and
Debtors in Possession*

Certificate of Service

I hereby certify that on March 31, 2017, a true and correct copy of the foregoing document was served by e-mail on the parties who receive electronic notice in this case pursuant to the Court's ECF filing system.

/s/ Rene Olvera
Rene Olvera